

FORM PTO-1584 (Rev. 03/01) OMB No. 0651-0027 (exp. 6/31/2002) RECORDATION FORM COVER SHEET TRADEMARKS ONLY U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab Settings To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Vector Internet Services, Inc. 545 Long Warf Drive, 5th Floor New Haven, CT 06511

2. Name and address of receiving party(ies) Name: VantagePoint Venture Partners III (Q), L.P., as Agent

3. Nature of conveyance: Security Agreement Merger Change of Name Execution Date: December 27, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) none B. Trademark Registration No.(s) 2262761; 2224424; 2234325

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Nancy Bouch, Senior Legal Assistant

6. Total number of applications and registrations involved: 3 7. Total fee (37 CFR 3.41) \$ 90.00

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Nancy Bouch Signature Date 12/30/2002

Total number of pages including cover sheet, attachments, and document: 5 Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of December 27, 2002, is executed by Vector Internet Services, Inc., a Minnesota corporation ("Grantor"), in favor of VantagePoint Venture Partners III (Q), L.P., as administrative agent on behalf of the Guarantors and itself ("Agent").

A. Grantor has entered into a Security Agreement, dated the date hereof (the "Security Agreement"), by and between DSLNet, Inc., DSLnet Communications Puerto Rico, Inc., DSLnet Communications VA, Inc., Tycho Networks, Inc., Vector Internet Services, Inc., and certain guarantors party thereto (the "Guarantors") in favor of Agent;

B. Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Pursuant to the Security Agreement, Grantor has granted to Agent, for the benefit of the Guarantors and itself, a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Agent, for the benefit of the Guarantors and itself, a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Agent's address is: VantagePoint Venture Partners III (Q), L.P., as Agent
1001 Bayhill Drive, Suite 300
San Bruno, CA 94066

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IN WITNESS WHEREOF, Grantor has caused this instrument to be executed as of the day and year first above written.

VECTOR INTERNET SERVICES, INC.

By: 

Name: David F. Skwas

Title: President

SCHEDULE 1-A TO GRANT OF SECURITY INTERESTTRADEMARKS

<u>Mark</u>	<u>Registration Date</u>	<u>Registration No.</u>
Vector Internet Services	7/20/99	2,262,761
VISI.com (Stylized – the logo)	2/16/99	2,224,424
VISI.com (the words)	3/23/99	2,234,325

SCHEDULE 1-B TO GRANT OF SECURITY INTERESTTRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
NONE		